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**UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA**

GABE BEAUPERTHUY, et al.,
 Plaintiffs,
 v.

24 HOUR FITNESS USA, INC., a
 California corporation dba 24 HOUR
 FITNESS; SPORT AND FITNESS
 CLUBS OF AMERICA, INC., a
 California corporation dba 24 HOUR
 FITNESS,
 Defendants.

Case No. C 06 0715 SC and all Related
 Actions

*(Assigned to the Honorable Samuel Conti
 for All Purposes)*

**~~PROPOSED~~ ORDER APPROVING
 PRELIMINARY APPROVAL OF
 INDIVIDUAL SETTLEMENTS**

Date: April 19, 2013
Time: 10:00 a.m.
Ctrm: 1

Complaint filed: February 1, 2006
 Trial date: N/A

Plaintiffs are 862 individuals who are plaintiffs in this action, or in one of
 the related actions ("the Litigation.") Plaintiffs, having made an application for

entry of an order (a) preliminarily approving the settlement of this matter and associated related cases (“Litigation”) pursuant to the Settlement Agreement (the “Settlement”) filed on February 21, 2013; (b) approving the form of Notice and directing the manner of delivery thereof; and (c) scheduling a hearing to finally approve the Settlement, and upon consideration of the Settlement,

IT IS HEREBY ORDERED THAT:

1. The Settlement is hereby PRELIMINARILY APPROVED as appearing on its face to be fair, reasonable, and adequate and to have been the product of serious, informed, and extensive arms-length negotiations among the Parties.

2. A hearing (the “Final Approval and Fairness Hearing”) is hereby SCHEDULED to be held before the Court on September 13, 2013, at 10:00 AM. at the United States District Court, Northern District of California, Courtroom 1, 17th Floor, 450 Golden Gate Ave., San Francisco, California, for the following purposes:

- a. to determine whether the proposed Settlement is fair, reasonable and adequate and should be approved by the Court;
- b. to determine whether the Order Approving Settlement as provided under the Settlement should be entered,
- c. to consider Plaintiffs’ attorney’s fees and expenses; and
- d. to rule upon such other matters as the Court may deem appropriate.

3. Simpluris, Inc., is appointed as the Settlement Administrator.

4. The form of Notice appended to the Settlement Agreement attached to the Declaration of Richard E. Donahoo in Support of Plaintiffs’ Motion for Preliminary Approval as Exhibit A is hereby APPROVED. Simpluris shall mail the Notice within 30 days of this Order’s file stamp date pursuant to the terms of the Settlement Agreement.

1 5. In the event that a Notice sent by mail is returned as undeliverable,
2 Simpluris shall make reasonable efforts to obtain a valid mailing address as soon
3 as practicable. Following each search that results in a corrected address, Simpluris
4 shall promptly resend the Notice to the corrected address by first-class mail,
5 postage prepaid.

6 6. Counsel shall file a motion re attorney's fees and expenses no later
7 than August 9, 2013, which shall be heard at the time of the Final
8 Approval and Fairness Hearing.

9 7. Plaintiffs will file the motion for final approval of the Settlement no
10 later than 35 days before the Final Approval and Fairness Hearing.

11 8. If the Court fails to approve the Settlement, the Settlement shall be
12 deemed null and void and shall have no further force and effect, and neither the
13 Settlement nor the negotiations leading to it shall be used or referred to by any
14 person or entity in this or in any other action or proceeding for any purpose. The
15 Parties shall then be restored to their respective positions in the Litigation, except
16 that the arbitration dates previously scheduled in this matter shall be re-set to
17 available future dates on the respective Arbitrator's calendar. The rights and
18 duties of the Parties shall revert to their status prior to the Settlement, and the
19 Litigation shall continue as if the Settlement had not been reached. In such event,
20 any order entered by this Court in accordance with the terms of the Settlement
21 shall be treated as vacated.

22 IT IS SO ORDERED.

23
24 Dated: 4/22/2013



JUDGE OF THE UNITED STATES
DISTRICT COURT